

GENERAL DURABLE POWER OF ATTORNEY AND PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, THOMAS L. MUIR, SR., of Desoto County, Mississippi, do hereby make, constitute and appoint my son, THOMAS L. MUIR, JR., my true and lawful attorney and general business agent and proxy to manage all my property and estate and conduct all my business affairs; and if he is unable or unwilling to act in that capacity, then I name my daughter, KARAN M. LIBERTO, as First Alternate attorney-in-fact; and if she is unable or unwilling to act in that capacity, then I name my daughter, LISA M. TANKERSLEY, for me in my name, place and stead and for my use and benefit, and as my act and deed, to do and perform, among other things, all or any of the following:

(1) To do everything necessary to transfer, assign, convey and deliver any interest I may have in real or personal property owned by me to THE THOMAS L. MUIR, SR. REVOCABLE TRUST, dated the 10th day of FEB, 2000, and any amendments thereto.

(2) To sell, hold, invest, mortgage, buy, pledge, hypothecate, or otherwise encumber, deed, convey, lease, or let all or any part of my property and estate, real, personal or mixed; and to eject, remove or relieve tenants or other persons from and recover possession of any of my property by suit or other lawful means; and to maintain, preserve, insure, rebuild, modify, or improve any and all such property, real, personal or mixed, and, particularly, but not limited to any real estate of mine situated in the State of Mississippi.

(3) To do and transact all and every kind of business of whatsoever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of any and all accounts, legacies, bequests, trust,

dividends, annuities, debts, taxes and other obligations which may now or hereafter be due, owing or payable by me or to me.

(4) To make, endorse, accept, sign, seal, receipt for, and deliver any and all stock certificates, deeds, checks, notes, bonds, vouchers, and any other instruments in writing as may be deemed proper, including but not limited to social security, pension and old age benefits or checks and vouchers issued by the United States of America or any state or person, firm or corporation.

(5) To deposit and withdraw in my name in or from any banking institution, or other depository, any funds or negotiable instruments, which may be in my name or due me at any time or which I may now or hereafter have on deposit in any bank or depository or insurance company; and to enter and have full access to any and all safe deposit boxes in my name or held by me at this time or from time to time hereafter.

(6) To institute, defend, prosecute, compromise and dispose of any suits at law or equity, administration or arbitration proceedings, or otherwise engage in litigation or in the compromise and settlement of any claims, suits or proceedings, in my name or for my benefit and at my expense and to sign in my behalf any and all pleading, receipts, releases, deeds or other paper writings as fully and to all intents and purposes as if I were personally acting and executing same; and also acknowledge and record same.

(7) To vote any and all shares of stock now or hereafter held by me in my name, or otherwise, or acquired and held in the name of my said attorney hereinabove named, as well as any and all bonds or other investments, rights or interests which I may now or hereafter hold in my name or which my said attorney may hold for my benefit; and my said attorney may execute proxies to vote any and all such shares of stock, bonds or other investments.

(8) To employ and dismiss agents, accountants and attorneys to act for me and in my behalf.

(9) To prepare, sign, execute and file in my name any and all federal and state income tax returns, declarations or estimates of tax and any and all other tax returns, governmental reports or applications, local, state or federal, whether joint, several, individual, or in partnership; and represent me before the Internal Revenue Service or Treasury Department of the United States or any other department, service or bureau of the federal, state or local government, including but not limited to tax proceedings, deficiency assessments, investigations, protests, claims for refund, proceedings in the Tax Court of the United States, or other tax suits or appeals therefrom, local, state or federal, and to fully and finally compromise any and all such tax claims, suits and proceedings, local, state and federal, of any kind or nature, as my said attorney may deem best.

(10) To make gifts, in any amount, of any of my property, to any individuals, or to organizations described in Sections 170(c) and 2522 (a) of the Internal Revenue Code or corresponding future provisions of the federal tax law, or both, in accordance with, and only in accordance with, my *personal history* of making or joining in the making of lifetime gifts.

GIVING AND GRANTING unto my said attorney full power and authority to do and perform all and every act, deed, and thing, with respect to my property and estate and business affairs, with full power of substitution in the premises, from time to time, as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present. The above specially enumerated powers are in aid and exemplification of the complete and general powers herein granted and not in limitation or definition thereof.

Further, I, THOMAS L. MUIR, SR., do hereby expressly and fully ratify, confirm and approve any and all things done or to be done by my said attorney

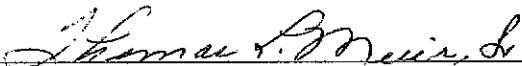
hereunder as fully and completely as if the same had been done by me; and any and all acts and things lawfully done hereunder by my said attorney shall be binding on me, my heirs, personal representatives, and assigns.

A photostatic or certified copy hereof shall have the same force and effect as the original instrument to show the authority of my said attorney.

I hereby reserve the right to revoke this instrument at any time by instrument in writing duly executed and acknowledged by me.

In the event of my physical or mental disability, this Power of Attorney shall not be revoked but shall be continued in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my signature, this the 10 day of FEB, 2000.



THOMAS L. MUIR, SR.
Principal

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 10th day of February, in the year 2000,
before me, Dorothy L. Westmoreland, personally appeared
THOMAS L. MUIR, SR., personally known to me, (or proved to me on the basis
of satisfactory evidence), to be the person whose name is subscribed to this
instrument, and acknowledged that he executed it for the purposes herein
contained.

Dorothy L. Westmoreland
NOTARY PUBLIC

My commission expires:



Prep:

T. L. MUIR, SR.
2952 - Highway 301 So
HERNANDO, MS. 38632
TEL. 662-429-7997

STATE MS. - DESOTO CO.
FILED

JAN 31 2 15 PM '03

BK 97 PG 387
W.E. DAVIS CH. CLK.